

AUG 25 '06

3-23 PM

SURFACE TRANSPORTATION BOARD

Law Offices of
Louis E. Gitomer
600 Baltimore Avenue
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August 25, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilings the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a secondary document, dated as of August 25, 2006. The primary document to which this is connected is recorded under Recordation No. 26498. We request that the copy of this document be recorded under Recordation No. 26498-A.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Secured Party:

General Electric Capital Corporation
4 North Park Drive, Suite 500
Hunt Valley, MD 21030

Debtor:

Rail Connection, Inc.
Post Office Box 800
Eleanor, WV 25070

Honorable Vernon A. Williams

August 25, 2006

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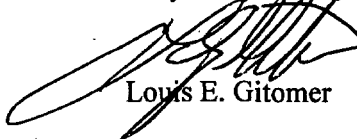
A description of the equipment covered by the Memorandum of Security Agreement consists of 75 gondola cars numbered JOSX 2402, 2412, 2441, 2449, 2455, 2464, 2465, 2485, 2493, 2817, 3239, 3749, 4000, 4048, 4062, 4073, 4112, 4138, 4167, 4170, 4173, 4803, 4804, 7251, 10102, 10103, 10109, 10111, 10115, 10128, 10133, 10156, 10158, 10159, 10165, 10182, 10213, 10231, 10236, 10251, 10252, 10253, 10263, 10270, 10278, 10282, 10283, 10291, 10295, 10296, 10298, 10301, 10321, 10371, 10398, 10403, 10415, 10423, 10506, 10536, 10554, 13188, 13196, 13216, 13231, 13239, 13264, 13273, 13274, 13278, 13291, 13294, 13295, and 13304, and 13312.

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between General Electric Capital Corporation, 4 North Park Drive, Suite 500, Hunt Valley, MD 21030, and Rail Connection, Inc., Post Office Box 800, Eleanor, WV 25070, covering 75 gondola cars numbered JOSX 2402, 2412, 2441, 2449, 2455, 2464, 2465, 2485, 2493, 2817, 3239, 3749, 4000, 4048, 4062, 4073, 4112, 4138, 4167, 4170, 4173, 4803, 4804, 7251, 10102, 10103, 10109, 10111, 10115, 10128, 10133, 10156, 10158, 10159, 10165, 10182, 10213, 10231, 10236, 10251, 10252, 10253, 10263, 10270, 10278, 10282, 10283, 10291, 10295, 10296, 10298, 10301, 10321, 10371, 10398, 10403, 10415, 10423, 10506, 10536, 10554, 13188, 13196, 13216, 13231, 13239, 13264, 13273, 13274, 13278, 13291, 13294, 13295, and 13304, and 13312.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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3-23 PM

MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Security Agreement is made as of August 25, 2006 (the "Memorandum"), by and between General Electric Capital Corporation ("GECC"), as secured party, and Rail Connection, Inc. ("RCI") as debtor.

WITNESSETH

1. Pursuant to a Master Security Agreement dated as of August 25, 2006 (the "Security Agreement") by and between GECC and RCI (the Security Agreement"), RCI granted GECC a security interest in and against (i) the railroad equipment listed in the attached Schedule (the "Equipment") and in and against any and all additions, attachments, accessories and accessions to such Equipment, all substitutions, replacements or exchanges therefore, and all insurance and/or other proceeds thereof, and (ii) the Lease of Railroad Equipment dated as of 05/25/2005 between RCI, as lessor, and the David J. Joseph Company, as lessee, for the Equipment, (all of the foregoing being hereinafter individually and collectively referred to as the "Collateral").

2. This Memorandum shall be effective as of the date of the Security Agreement, and shall operate so as to notify the public of GECC's lien on the Collateral owned by RCI pursuant to the Security Agreement.

4. This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum.

IN WITNESS WHEREOF, the Parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date first above written.

GENERAL ELECTRIC CAPITAL CORPORATION
as Secured Party

By: 
Its: 

RAIL CONNECTION, INC.
as Debtor

By: 
Its: Vice President

State of Maryland)
County of Harford) ss:

On this 25th day of August, 2006, before me personally appeared Lance McKnight, to me personally known, who being duly sworn, says that he is Operations Manager of GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Barbara B. Lewis
Notary Public

My Commission expires on: 11/13/07

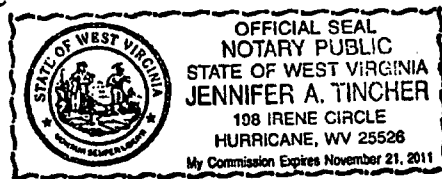


State of West Virginia)
) ss:
County of Putnam)

On this 25 day of August, 2006, before me personally appeared Warren K. Higginbotham, to me personally known, who being duly sworn, says that he is Vice President of RAIL CONNECTION, INC., that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Jennifer A. Tincher
Notary Public

My Commission expires on: November 21, 2011



SCHEDULE-DESCRIPTION OF EQUIPMENT

75 gondola cars numbered JOSX 2402, 2412, 2441, 2449, 2455, 2464, 2465, 2485, 2493, 2817, 3239, 3749, 4000, 4048, 4062, 4073, 4112, 4138, 4167, 4170, 4173, 4803, 4804, 7251, 10102, 10103, 10109, 10111, 10115, 10128, 10133, 10156, 10158, 10159, 10165, 10182, 10213, 10231, 10236, 10251, 10252, 10253, 10263, 10270, 10278, 10282, 10283, 10291, 10295, 10296, 10298, 10301, 10321, 10371, 10398, 10403, 10415, 10423, 10506, 10536, 10554, 13188, 13196, 13216, 13231, 13239, 13264, 13273, 13274, 13278, 13291, 13294, 13295, and 13304, and 13312.